

No. PRTR 05/2024

Date: 18 March 2024

Attention: Shareholders of PRTR Group Public Company Limited (The “Company”)

Subject: Invitation to the 2024 Annual General Meeting of Shareholders via Electronic Media

Attachments: 1. A Copy of the Minutes of the Annual General Meeting of Shareholders 2023
2. Annual report (Form 56-1 One Report) for year 2022 and Financial Statement in the form of QR CODE
3. Profiles of nominated candidates for appointment as Directors
4. Profiles of proposed Auditors
5. Proxy form A, B and C
6. Definition of Independent Director and profiles of the Independent Directors for the appointment of proxies
7. Articles of Association of the Company relating to the Shareholders' Meeting
8. Guidelines for attending shareholders' meetings via electronic media (E-AGM) and proxy granting
9. Registration form for attending shareholders' meetings via electronic media (E-AGM)
10. Form for the submission of questions prior to the AGM through electronic media (E-AGM)
11. Privacy Notice according to the Personal Data Protection Act B.E. 2562 (2019)

The Board of Directors of PRTR Group Public Company Limited having a resolution to call for the 2024 Annual General Meeting of Shareholders via electronic meeting platform (E-AGM) on April 25, 2024 at 9:00 a.m. It will be broadcasted from the conference room of PRTR Group Public Company Limited, No. 2034/82 Italthai Tower, 18th Floor, New Petchburi Road, Bangkapi Subdistrict, Huai Khwang District, Bangkok and to consider various matters according to the agenda as follows:

Agenda 1 To inform the 2024 E-AGM by the Chairman of the Board of Directors.

Facts and Rationale

The Board of Directors has posted the procedures for minority shareholders to propose any agenda(s) and nominate a person(s) to be elected as board member for the 2024 AGM in advance on the Company’s website during October 1 – December 30,2024 and has already reported to the Stock

Exchange of Thailand (the “SET”). As of 30 December 2024, there were no minority shareholders to propose neither agenda(s) nor nominee(s) to be elected as board member in advance.

Opinion of the Board

The Meeting should acknowledge the matters informed by the Chairman.

Resolution: This agenda is for acknowledgement and no casting of vote is required.

Agenda 2 To certify the Minutes of the 2023 Annual General Meeting of Shareholders.

Facts and Rationale

The 2023 AGM was convened on April 20, 2023 to consider matters required by law. the minutes of the 2023 AGM were submitted to SET as required by law and posted on the Company’s website on May 3, 2023 as per Enclosure 1.

Opinion of the Board

The Meeting should certify the Minutes of the 2023 AGM.

Resolution: A majority vote of the shareholders attending and voting at the Meeting.

Agenda 3 To acknowledge the Company’s performance for the year 2023.

Facts and Rationale

The company has summarized the company's performance for the fiscal year ended December 31, 2023 as follows:

(Unit : Million Thai Baht)

	Consolidated Financial Statement	Separate Financial Statement
Current Assets	1,829.2	1,769.2
Total Assets	2,084.0	1,997.7
Current Liabilities	404.1	370.2
Total Liabilities	545.9	487.2
Total Equity	1,538.2	1,510.4
Total Revenue	6,422.0	6,161.4

	Consolidated Financial Statement	Separate Financial Statement
Net Profit	198.2	180.4
Profit attributable to equity holders of the parent company	206.4	180.4

Opinion of the Board

The Meeting should acknowledge the Company's performance for the year 2023 as outlined above and in 2023 Annual Report (Form 56-1 One Report). Shareholders may access and download the 2023 Annual Report (Form 56-1 One Report) from the QR code on the document annex to Proxy and Summary of agenda items.

Resolution: This agenda is for acknowledgement and no casting of vote is required.

Agenda 4 To consider and approve the financial statements for the year ended December 31, 2023.

Facts and Rationale

In accordance with Section 112 of the Public Limited Company Act B.E. 2535 (including an amendment) and Article 55 of the Company's Articles of Association, the Company shall prepare Statement of Financial Position and Profit and Loss Statement for the year ending at the fiscal year of the company. Such reports must have been audited by the Company's auditor and been proposed to the Annual General Meeting of Shareholders for an approval.

Opinion of the Board

It was deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the annual financial statements for the year ended December 31, 2023 which was audited by the Company's auditor and has already been reviewed by the audit committee for the correctness. Also, it has been approved by the Board of Directors and presented in Annual Report (Form 56-1 One Report) for the year 2023 which is summited to all the shareholders together with the invitation to the meeting.

Resolution: A majority vote of the shareholders attending and voting at the Meeting.

Agenda 5 To consider and approve the appropriation of profit arising from the year 2023 operations and dividend payment.

Facts and Rationale

According to Section 116 of the Public Limited Companies Act B.E. 2535 (including an amendment) and Article 50 of the Company's Articles of Association, “A company shall allocate not less than 5% of its annual net profit less the accumulated losses brought forward, if any, to a reserve account (“legal reserve”), until this account reaches an amount not less than 10% of the registered capital.”

The company has a policy to pay dividends of not less than 40% of the net profit according to the separate financial statements after corporate income tax, reserve fund and other reserves. However, the dividend payment is subject to change based on operating performance, financial status, liquidity, the necessity for working capital, investment plans and future business expansion, market conditions, suitability and other factors related to Operations and management of the Company and its subsidiaries. Dividend payment shall be paid according to the number of shares equally when the Board of Directors' meeting resolves to approve the dividend payment and must be proposed to the shareholders' meeting for approval, unless it is an interim dividend payment. The Board of Directors has authority to approve the payment of an interim dividend and then report to the next general meeting of shareholders for acknowledgment.

In 2023, the Company has a net profit (attributable to the parent company) according to the separate financial statements of 180,376,072 Baht, the details is as shown in Company financial statements for the year ended December 31, 2023 and in the auditor's report appears in the topic "Financial Statements" in the Annual Report (Form 56-1 One Report) for the year 2023 (Enclosure 2). Therefore, in order to comply with the aforementioned laws and regulations of the Company, it is deemed appropriate to propose to the shareholders' meeting to approve the allocation of net profit for the year 2023 as a reserve fund according to the law in the total amount of 9,018,804.65 Baht or equivalent to not less than 5% of the net profit for the year 2023 and which will make the total amount of legal reserve to 22,818,803.65 Baht and details are as follows:

Description	Unit	2022	2023
1. Net Profit (owner of parent company)	Million Baht	255,399,696.00	180,376,072.00
2. Total Dividend payment	Million Baht	467,127,000.00 ¹⁾	90,000,000.00
3. Dividend pay out ratio (as per Separate financial statement)	%	182.90	49.90
4. Total Dividend per share	Baht/Share	1.04 (Calculated with total share 450,000,000 shares)	0.15 (Calculated with total share 600,000,000 shares)

Note: 1) In 2022, the Company paid interim dividends as follows:

1. On May 13, 2022, the Board of Directors' meeting passed a resolution to pay interim dividend from retained earnings as of March 31, 2022 to ordinary shareholders of 100,000 shares at the rate of 2,388.89 Baht per share, which the Company has already paid such dividends to shareholders on June 12, 2022.
2. On August 9, 2022, the Board of Directors' meeting passed a resolution to pay interim dividend from retained earnings as of June 30, 2022 to ordinary shareholders of 450,000,000 shares at the rate of 0.1005 Baht per share, which the Company has already paid such dividends to shareholders on September 5, 2022.
3. On February 14, 2023, the Board of Directors' meeting passed a resolution to pay interim dividend from retained earnings ending September 30, 2022 and turnover ending December 15, 2022 at the rate of 0.4067 Baht per share. The Company paid such dividend to shareholders on March 13, 2023.

Opinion of the Board

It was deemed appropriate to propose to the shareholders' meeting to consider and approve the Company to allocate part of the net profit for the year 2023 to reserve according to law in the amount of 9,018,803.65 Baht or not less than 5% of the net profit for the year 2023. The total amount of the legal reserve will then be 22,818,803.65 Baht, and to consider and approve dividend payment of Baht 0.15 per share. The Record Date for the rights to receive the dividend will be on March 13, 2024 and the dividend payment shall be made on May 23, 2024.

Resolution: A majority vote of the shareholders attending and voting at the Meeting.

Agenda 6 To consider and appoint the Company’s auditors and approve the auditor’s remuneration for the year 2024.

Facts and Rationale

Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (including an amendment) the Annual General meeting shall appoint the auditor and determine the amount of the audit fee every year. The same auditor may be re-appointed.

For the year 2024, Deloitte Touche Tohmatsu Jaiyos Audit Co.,Ltd. (“Deloitte”) , an audit firm approved by the Office of the Securities and Exchange Commission, is proposed to act as the Company’s auditor. The audit Committee has reviewed their past performance and compared the audit fees for the years 2023 and 2024 in the table below.

Comparative Audit Fee

Unit : Baht

Remuneration	2023	2024 (Proposed Year)
Audit Fee	2,580,000	2,580,000
Non-Audit Fee	None	Actual service charge (if any)

In 2023, The Company and its subsidiaries no paid the non-audit fee to Deloitte.

Deloitte and the nominated auditors have no relationship with, or interest in the Company, its subsidiaries, management, major shareholders or related persons which otherwise would affect their independence. Moreover, the engagement of the audit firm and other services rendered by the audit firm’s related entity over the past year are immaterial to cause conflicts of interest and affect the independence and neutrality of the audit work.

Audit Committee’s opinion

The Meeting resolved to propose this agenda to the Board of Directors to present to the 2024 Annual General Meeting of Shareholders to consider and appoint Deloitte as the Company’s auditor and approve the auditor’s remuneration for the year 2024 in the amount of Baht 2,580,000. The Meeting

resolved to have Deloitte, as the auditor of the Company and subsidiary company for effective auditing process and reduce overall auditing fees.

Opinion of the Board

The Meeting should appoint the nominated auditors from Deloitte as the Company’s auditors and approve the auditor’s remuneration for the year 2024 according to the opinion of the Audit Committee as follows:

1. To appoint the Company’s auditor for the year 2024 as follows:

Auditor	Certified Public Accountant No.	No. of years of certifying the Company’s financial statements
1. Ms. Kornthong Luangvilai	7210	-
2. Mr. Wee Sujarit	7103	-
3. Ms. Porakoch Jongkolsiri	7150	-

One of the above auditors shall audit and provide opinions on the Company’s financial statements. In the case that the above-mentioned auditors are unable to perform their duties, Deloitte will arrange for an alternate auditor from Deloitte. The Company and its subsidiaries shall employ the same auditor (s), whose profiles are presented in Enclosure 4.

2. To approve the audit fee for the year 2024 of Baht 2,580,000 excluding other actual expenses.

Resolution: A majority vote of the shareholders attending and voting at the Meeting.

Agenda 7

To consider and elect the directors in replacement of those to be retired by rotation.

Facts and Rationale

According to Section 71 of the Public Limited Companies Act B.E. 2535 (including an amendment) and Article 18 of the Company's Articles of Association, it states that “At every annual ordinary meeting of shareholders, one-third of the number of directors shall vacate office. If the number of directors is not a multiple of three, then the number nearest to one-third shall vacate office. The directors to vacate office in the first and second years following the registration of the company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall vacate office. “The director who vacates office under this section may be re-elected”

In the 2024 Annual General Meeting of Shareholders, there were 3 directors of 10 who retired by rotation as follows:

- | | |
|--------------------------------|----------------------|
| 1. Mr. Phukphong Ratanapapai | Director |
| 2. Ms. Narita Adulkaewphaluek | Director |
| 3. Mr. Thunyachate Ekvetchavit | Independent Director |

The Board of Directors agreed to post the director nomination procedures on the Company's website to allow shareholders to propose any nomination through the Company's website between October 1 – December 30, 2023. This has been reported to the SET. The Board of Directors approved profiles of the nominated directors proposed by the Nomination and Remuneration Committee, who is responsible to assess qualifications and experiences of the nominated directors, in accordance with relevant laws and regulations.

Opinion of the Board

The Board of Directors has considered according to the process specified by the Company that the nominated directors are qualified according to the relevant criteria and suitable for the business of the Company. Their qualifications and experiences are as per Enclosure 3 of the invitation letter of 2024 Annual General Meeting of Shareholders via Electronic Media. The Board of Directors also considered minority shareholders' nomination of directors, but none were proposed. Therefore, the following nominated directors should be proposed to the 2024 Annual General Meeting of Shareholders, in order to elect the directors in replacement of those to be retired.

1. Re-election of Mr. Phukphong Ratanapapai (Director)
2. Re-election of Ms. Narita Adulkaewphaluek (Director)
3. Appointment of Mr. Metha Angwatanapanich to replace Mr. Thunyachate Ekvetchavit.

Mr. Thunyachate Ekvetchavit, the Company's director has resigned from his directorships effective since April 24, 2024.

In this regard, Mr. Metha Angwatanapanich is an independent director. The Board of Directors has considered that the person to be nominated as an independent director has qualifications in accordance with the laws related to the requirements relating to independent director.

Resolution: Each nominated director requires the majority of the votes of shareholders who attend the meeting and have the right to vote.

Agenda 8 **To consider and approve the remuneration and the benefit of the Company's Directors for the year 2024.**

Facts and Rationale

According to Article 33 of the Company's Articles of Association: Special Bonuses for Directors and remuneration as determined by the shareholders' meeting, directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, special bonuses or other benefits, according to the Article of Association or as per the resolution of the shareholders meeting. This may be determined as a fixed number or set as a guidelines each time. It can either be effective with no end date or it can be effective until further changes. Moreover, allowances and other welfare should be complied with the regulations of the company.

Opinion of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee for Directors and Executives conducted a survey on the remuneration of directors and sub-committees for the year 2024 by considering the responsibilities and performance of the Board of Directors and comparative information referring to other companies in the same industry with similar size and nature of business including the results of the survey of directors' remuneration of the Thai Institute of Directors Association (IOD), as well as taking into account the operating results, performance and the overall economic situation, therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the directors' remuneration for the year 2024, with a total amount not exceeding 3 million baht, in order to be in line with the performance of the Board of Directors and the responsibilities of the directors that are continuously increasing every year. Three are additional meetings to setup policies, business strategies in order to help supporting the Company's business to achieve a sustainable growth. The policy and rate of remuneration for directors are the same as what has been approved in the Annual General Meeting of Shareholders last year.

Opinion of the Board

The Board of Directors considered and approved according to the opinion of the Nomination and Remuneration Committee. Therefore, it deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the directors' remuneration for the year 2024 at the

same rate as that of the year 2023, with a total amount not exceeding 3 million Baht, by paying meeting allowances with the following details;

The Meeting	The meeting allowances	
	Chairman of the Board	Board member/ Sub-committees members
Board of Directors	60,000	40,000
Audit Committee	40,000	25,000
Nomination and Remuneration Committee	20,000	15,000

1. Paid in attendance fee per time, only paid when attending the meeting.
2. The Meeting allowances are paid only to the independent directors.
3. If the member acts as of the chairman of the meeting, paid the same rate of attendance fee as the chairman.
4. In case for Online meeting, agenda for acknowledgement and meeting time not over 15 minutes, the committee considers not accepting the attendance fee.

Other benefits - None-

Resolution : This agenda requires not less than two-thirds of the votes of the shareholders in attendance.

Agenda 9 Other matters (if any)

In this regard, the Company has determined the names of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) on March 13, 2024.

In order the shareholders wish to attend the meeting, such shareholders or proxies will be required to submit the Registration form for attending the meeting through Electronic Media (E-AGM), details as set out in **Enclosure 9** and the verification documents required, details as set out in the meeting invitation to the Company **within 22 April 2024** via e-mail: ir@prtr.com, once the Company has successfully verified the identity of the shareholders who are entitled to attend the E-AGM as on the

record date, 13 March 2024, the Company shall send “Username” and “Password” together with Web Link for logging in the meeting control system to the shareholders via the e-mail address provided to the Company.

In the event that any shareholders is unable to attend the meeting in person and would like to appoint a proxy to attend the meeting and cast votes on his/her behalf, please use either Form A (general form) or Form B (which particulars of authorization are clearly determined) or Proxy Form C (for foreign investors who have appointed custodians in Thailand to be their share depository) as shown in **Enclosure 5** by appointing one of the Company’s independent directors to attend the meeting and cast votes on his/her behalf. The definition and details of the independent directors are as shown in **Enclosure 6** which had already been delivered together with this Invitation letter. In this regard, please submit the proxy form within April 22, 2024 by sending it to the Company at the address below:

Email : ir@prtr.com
Mail : PRTR Group Public Company Limited
Investor Relations
No. 2034/82 Italthai Tower, 18th Floor, New Petchburi Road
Bangkapi Subdistrict, Huai Khwang District, Bangkok 10320

Please be hereby informed and kindly attend to the 2024 Annual General Meeting of Shareholders in the form of a meeting via electronic media only on the date and time in accordance with the manner as specified above. Your attention would be very much appreciated.

Yours sincerely



(Mr. Sukont Kanjanahuttakit)

Chairman of the Board